

July 17, 2019

To, The Bombay Stock Exchange Limited Corporate Relationship Department 1st Floor, New Trading Ring Rotunda Building, P. J. Towers Dalal Street, Mumbai - 400 001 Scrip: 506390 E-mail: corp.relations@bseindia.com	To, The National Stock Exchange of India Limited Listing Department, Exchange Plaza 5th floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Scrip: CLNINDIA E-mail: cmllist@nse.co.in
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Sub.: Notice of the 62nd AGM to be held on August 8, 2019

Dear Sir,

Pursuant to the Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 this is to inform you that the 62nd Annual General Meeting of the members of Clariant Chemicals (India) Limited will be held at 4:00 p.m. on Thursday, August 8, 2019, at Registered Office of the Company situated at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane-Belapur Road, Airoli, Navi Mumbai – 400 708.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 2, 2019 to Thursday, August 8, 2019 (Both Days Inclusive).

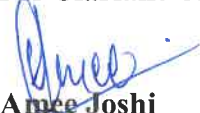
In continuation to our letter dated May 16, 2019 intimating the outcome of Board Meeting, we wish to inform you that the Final Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 12, 2019:

- In respect of shares held in demat form, to the Beneficial Owners as per the details furnished by Depositories as at the end of business hours on August 1, 2019;
- In respect of shares held in physical form, to the shareholders whose names appear on the Register of Members as at the end of business hours on August 1, 2019.

The Annual report of the Company along with the Notice of the 62nd Annual General Meeting is enclosed herewith for your reference and record. Kindly take the same on record and acknowledge the receipt.

Thanking you,

For **Clariant Chemicals (India) Limited**


Ance Joshi
Company Secretary

Encl.: As above



NOTICE

NOTICE is hereby given that the **Sixty Second** Annual General Meeting of the Company will be held at 4:00 p.m. on Thursday, August 8, 2019, at Registered Office of the Company at Reliable Tech Park, Gut No. 31, Village Elthan, Off Thane-Belapur Road, Airoli, Navi Mumbai 400 708, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.
2. To confirm the declaration and payment of Interim Dividend and to declare Final Dividend on Equity Shares for the year ended March 31, 2019.
3. To appoint a Director in place of Mr. Alfred Muench (DIN 03092351) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of Articles of Association, the members hereby re-appoints M/s Price Waterhouse Chartered Accountants LLP (Firm Registration Number – 012754N/N500016) as Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of Sixty Second Annual General Meeting till the conclusion of Sixty Seventh Annual General Meeting.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:
- “RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), statutory modification(s) or

re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Dr. (Mrs.) Indu Shahani (DIN 00112289), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from April 1, 2019 to March 31, 2024;

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Thomas Wenger (DIN 08350960), who was appointed by the Board of Directors of the Company w.e.f. February 12, 2019, and who holds office as such upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as Act) read with Article 113 of Articles of Association of the Company and in respect of whom the Company has received a notice under Section 160 of the Act, proposing his candidature for the office of a Director and being eligible be and is hereby appointed as a Director of the Company liable to retire by rotation.”
7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of members be and is hereby given to enter into a License Agreement with Clariant Plastics & Coatings Limited (hereinafter referred to as “the Licensor”) (a related party as per Indian Accounting Standard 24) for taking on license all the proprietary rights, proprietary information and

trademarks belonging to the Licensor, as defined under the said License Agreement, for a period of two years starting from April 1, 2019 till March 31, 2021;

RESOLVED FURTHER THAT approval of members be and is hereby accorded for payment of Royalty at a rate of 5% of Net Sales value of own production for domestic market and export to third parties, which may exceed the limit of 2% of annual consolidated turnover of the Company for the respective Financial year during the term of the agreement;

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolution."

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RA & Co., Cost Accountants, appointed as Cost Auditors for the Financial year 2019-20 to conduct audit of Cost Accounts of the Company be hereby paid the Fees of ₹ 2.30 lakhs plus service tax and reimbursement of out of pocket expenses at actuals."

For and on Behalf of the Board

Amee Joshi
Company Secretary
ACS 22502

Date: May 16, 2019

Registered Office:

Reliable Tech Park,
Gut No. 31, Village Elthan,
Off Thane-Belapur Road,
Airoli, Navi Mumbai – 400 708

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Members of the Company at their 58th Annual General Meeting, held on April 24, 2015, had appointed M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company for a term of 4 years, starting from conclusion of 58th Annual General Meeting till the conclusion of 62nd Annual General Meeting. The term of Price Waterhouse Chartered Accountants LLP will expire on the conclusion of this Annual General Meeting. As per Section 139 of the Companies Act, 2013, M/s. Price Waterhouse Chartered Accountants LLP are eligible to be re-appointed for a second term of five consecutive years.

The Company has received consent letter and confirmation of eligibility under Section 139 and Section 141 of the Companies Act, 2013 from M/s. Price Waterhouse Chartered Accountants LLP to act as the Statutory Auditor of the Company and confirmation that their appointment, if considered and approved, will be within the limit specified under the Companies Act, 2013, along with the Certificate stating that they have subjected themselves to the Peer Review Board of ICAI, pursuant to Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Considering the quality of audit, global coordination, group auditor alignment, eligibility and recommendation of Audit Committee, the Board of Directors, at their meeting held on May 16, 2019, re-appointed M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditor of the Company from the conclusion of Sixty Second Annual General Meeting till the conclusion of Sixty Seventh Annual General Meeting of the Company, subject to approval of members by an Ordinary resolution.

M/s. Price Waterhouse Chartered Accountants LLP, if appointed as Statutory Auditors of the Company, shall be paid Audit fees for the Financial year 2019-20 as below:

(In ₹)	
Nature of Engagement	FY 2019 - 20
Statutory Audit for 12 months period ending on March 31, 2020	1,958,575
Limited review for the quarter ending on Jun 30, 2019, Sep 30, 2019, Dec 31, 2019	945,000
Group Reporting for the year ending on December 31, 2019	885,805
Corporate Governance Certification	105,000
Tax Audit under Section 44AB of Income tax, Act for the year ended March 31, 2020	157,500
Total	4,051,880

The Board of Directors of the Company recommends the passing of the resolution set forth under Item no. 4 as an Ordinary Resolution for re-appointment of M/s. Price Waterhouse Chartered Accountants LLP.

None of the Directors, Key Managerial Personnel and / or their relatives are interested and / or concerned in passing of this resolution.

Item No. 5

The Members of the Company at their 58th Annual General Meeting of the Company held on April 24, 2015, had approved the appointment of Dr. (Mrs.) Indu Shahani (DIN 00112289) as an Independent Director of the Company for a period of four years from April 1, 2015 to March 31, 2019, pursuant to provisions of Section 149 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The term of Dr. (Mrs.) Indu Shahani as an Independent Director expired on March 31, 2019. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a special resolution by the members of the Company. Dr. (Mrs.) Indu Shahani, Non-Executive Independent Director of the Company, being eligible for re-appointment, has given her consent as well as requisite disclosure along with a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors, at their meeting held on February 12, 2019, considered that the continued association of Dr. (Mrs.) Indu Shahani as an Independent Director would be of immense benefit to the Company and it is desirable to continue to avail her expert services.

The Company has received notice in writing from one of the Member of the Company under the provisions of Section 160(1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Dr. (Mrs.) Indu Shahani for the office of Independent Director of the Company. Upon the approval of the Members of the Company on the said resolution, the appointment shall be formalized by way of issuance of the letter of appointment by the Company to Dr. (Mrs.) Indu Shahani.

In the opinion of the Board of Directors of the Company, she fulfils the conditions specified in the Companies Act, 2013 & rules framed thereunder and the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 as amended for re-appointment of Independent Director and she is independent of the management. Brief profile covering the details of her qualification and experience, as required pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

The Board of Directors of the Company recommends the passing of the resolution set forth under Item no. 5 as a Special Resolution for re-appointment of Dr. (Mrs.) Indu Shahani.

None of the Directors, Key Managerial Personnel and / or their relatives, except Dr. (Mrs.) Indu Shahani and her relatives are interested and / or concerned in passing of this resolution.

Item No. 6

Mr. Thomas Wenger (DIN 08350960) was appointed by the Board of Directors, as an Additional Director of the Company consequent to resignation of Mr. Mario Brocchi with effect from February 12, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 113 of Articles of Association of Company he holds office as such upto the date of this Annual General Meeting. The Company has received the requisite Form 'DIR 8' from Mr. Thomas Wenger, in terms of Section 164 (2) of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, conforming his eligibility for such appointment. Brief profile covering the details of his qualification and experience, as required pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed to this Notice. The Company has received a notice, as required, under Section 160 of the Companies Act, 2013, from one of the members proposing the candidature of Mr. Thomas Wenger for appointment as Non-Executive Director of the Company.

Considering his experience and expertise, the Board recommends the passing of the resolution set forth under Item no. 6 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Thomas Wenger and his relatives are interested and / or concerned in passing of this resolution.

Item No. 7

All the intellectual property rights under the brand name of Clariant are owned by Clariant AG and its affiliates which is used by the Clariant group Companies on payment of License fees as per the terms and conditions of License Agreement. License Agreement allows the Company to use the intellectual property rights including global portfolio of brands, proprietary technology, proprietary information, including numerous patents, extensive research and development capabilities and

expertise in best practices. All the products manufactured and/or sold by the Company, are on the basis of the Licenses provided by Clariant Plastics & Coatings AG to the Company under various agreements.

Clariant Plastics & Coatings AG is an affiliate Company and is a “Related Party” as per the definition under Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “LODR Regulations”).

Under LODR Regulations, a transaction involving payments made to a related party with respect to Brand usage or Royalty, if the transaction(s) to be entered into individually, or taken together with previous transactions during a Financial year, exceeds 2% of the annual consolidated turnover of the Company as per its last Audited Financial Statements, shall be considered as material and shall be approved by the Shareholders through a resolution. Accordingly, the resolution set out, is to comply with the new requirement of the LODR Regulations.

In this regard the members are informed that the existing license Agreement expired on March 31, 2019. The Board of Directors, on recommendation of Audit Committee, approved the renewed License Agreement to be entered into with Clariant Plastics & Coatings AG for a period of 2 (two) years for payment of License Fees against usage of the Proprietary Rights, Proprietary Information and Trademarks at a rate of 5% of Net Sales value of finished goods of own production for domestic market and export to third parties after deducting value added tax as per the Profit & Loss Statement of the Company.

The brief terms and conditions of the agreement is provided hereunder:

1.	Name of Related Party	Clariant plastics & Coatings AG
2.	Name of Director or Key Managerial Personnel who is related	Mr. Alfred Muench, being a Director of Clariant Plastics & Coatings AG, is related in the transaction.
3.	Nature of relationship	Affiliate Company under Ind AS 24
4.	Nature of Transaction	Payment of license fees for using Proprietary rights, Proprietary information and Trademarks
5.	Course of Transaction	Done in ordinary course of business and at arm's length price
6.	Value of Transaction	5% of Net Sales value.

As required under Regulation 23 of LODR Regulations, the promoters of the Company, who are (or could potentially be considered as) related party, shall not vote to approve this resolution.

The Board recommends the passing of resolution as set out at Item no. 7 as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and / or their relatives, except Mr. Alfred Muench and his relatives (in capacity of being a common Director) are interested and / or concerned in passing of the said resolution.

Item No. 8

The Board of Directors, on the recommendation of Audit Committee, considered and approved re-appointment of M/s. RA & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the Financial year 2019-20, at a remuneration of ₹ 2.30 lakhs per annum exclusive of service tax and out of pocket expenses, to be reimbursed at actuals.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.

The Board recommends the passing of resolution as set out at Item no. 8 as an Ordinary Resolution.

None of Directors, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

For and on Behalf of the Board

Amees Joshi
Company Secretary
ACS 22502

Date: May 16, 2019

Registered Office:

Reliable Tech Park,
Gut No. 31, Village Elthan,
Off Thane-Belapur Road,
Airoli, Navi Mumbai – 400 708

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 for the businesses set out under Item No. 4 to 8 is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF, ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING. A person can act as a proxy on behalf of a member not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 2, 2019 to Thursday, August 8, 2019 (Both Days Inclusive).
4. The detail of Directors seeking appointment / re-appointment at this Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
5. The Final Dividend on Equity Shares as recommended by the Board of Directors, if declared at the meeting, will be paid on or after August 12, 2019:
 - i. In respect of shares held in demat form, to the Beneficial Owners as per the details furnished by Depositories as at the end of business hours on August 1, 2019;
 - ii. In respect of shares held in physical form, to the shareholders whose names appear on the Register of Members as at the end of business hours on August 1, 2019.
6. The amount outstanding in the Unpaid Dividend Account in respect of Final Dividend for Financial year 2011 and Interim Dividend for Financial year 2012 will be transferred to Investor and Education Protection Fund after June 2, 2019 and September 2, 2019 respectively. Members who have still not claimed / encashed their

dividends are requested to claim / encash the same at the earliest.

7. Change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened his demat account. The Company or its Share Transfer Agent will not be able to act on any direct request from these Members for change of such details. However, for any change in particulars in respect of shares held in physical form should be sent to the Registrar & Share Transfer Agents of the Company i.e., Link Intime India Private Limited at following address:

Link Intime India Private Limited
C 101, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083, Maharashtra
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
9. Members / proxies are requested to bring their copies of Annual Report & duly filled attendance slips at the meeting and produce the same at the entrance where the Annual General Meeting is held.
10. Corporate Members are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to the Registered Office well in advance so that the same may reach the office at least seven days before the date of the meeting to enable the management to keep the information required readily available at the meeting.
12. The Annual Report of your Company for the year ended March 31, 2019 is displayed on the website of the Company i.e. www.clariant.com.

13. Members are requested to register their E-mail address with the Company / Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members to exercise their right to vote at 62nd Annual General Meeting of the Company by electronic means through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). Members who are holding shares in physical or dematerialized form as on August 1, 2019 shall exercise their vote by electronic means.
15. **REMOTE E-VOTING:** The e-voting instructions for members receiving an e-mail or a physical copy of this notice of Annual General Meeting are as under:

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Monday, August 5, 2019 (09:00 a.m.) to Wednesday, August 7, 2019 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) August 1, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/ Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as

desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in

the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- 16. In case of Members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by remote e-voting, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. **For clarity, please note that the Members who have exercised their right to vote by remote e-voting shall not vote by way of poll at the Meeting.** The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- 17. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., August 1, 2019 may obtain the login ID and password by sending an email to investor.relations.India@clariant.com or rnt.helpdesk@linkintime.co.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No. / DP ID and Client ID.
- 18. Mr. Bhadresh Shah, Proprietor of Bhadresh Shah & Associates, Practising Company Secretary (CP No. 15957) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the voting by way of Poll, to be conducted at the Annual General Meeting, in a fair and transparent manner.
- 19. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- 20. The results declared along with the Scrutinizer’s report shall be communicated to BSE Limited and NSE Limited and made available on the Company’s website : www.clariant.com and on the website of CDSL : www.cdslindia.com.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mr. Alfred Muench	Dr. (Mrs.) Indu Shahani	Mr. Thomas Wenger
Type	Non-Executive Director	Non-Executive Independent Director	Non-Executive Director
Date of Birth	24/06/1960	17/07/1951	01/08/1973
Date of Appointment	26/04/2011	16/07/2013	12/02/2019
Qualification	Attorney at Law from Basel University.	Bachelors in Commerce, Ph. D in Commerce from Mumbai University.	Masters in Arts, from University of Basel, Executive MBA from Washington University in St. Louis and completed Clariant Advanced Management Programme from London Business School.
No. of Equity Shares held	NIL	NIL	NIL
Expertise in Specific Functional area	Expertise in Legal and Business Administration.	Leadership, Teaching and Academics.	Corporate Finance, Treasury, Tax, Corporate Controlling, Strategic M&A, Divestments and Strategic Integration Projects.
Directorships held in other Listed Companies	NIL	Bajaj Electricals Limited Colgate Palmolive (India) Limited United Spirits Limited	NIL
Particulars of Committee Chairmanship / Membership held in other Listed Companies	NIL	<u>Bajaj Electricals Limited</u> Member - Audit Committee Member - Stakeholders' Relationship Committee <u>Colgate Palmolive (India) Limited</u> Member - Audit Committee <u>United Spirits Limited</u> Member - Audit Committee Member - Stakeholders' Relationship Committee	NIL
Relationship with other Directors inter-se	None	None	None

Note: Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.